

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ADELPHIA RECOVERY TRUST,

Plaintiffs,

- against -

BANK OF AMERICA, N.A., *et al.*,

Defendants.
-----X

No. 05 Civ. 9050 (LMM)

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 3/27/08

STIPULATION AND ORDER

IT IS HEREBY STIPULATED AND AGREED by and between counsel for the undersigned parties as follows:

1. Subject to Paragraphs 3 and 4 below, the Defendants shall file any motion(s) to dismiss, answer, or otherwise respond with respect to the Second Amended Complaint on or before March 28, 2008; provided, that any Defendant, with the exception of the Defendants referenced in the immediately succeeding sentence, who filed a motion to dismiss any claims in the Amended Complaint shall not be required to answer the Second Amended Complaint until the date that is twenty (20) days after the date on which the Court rules upon all motions to dismiss of such Defendant with respect to the Amended Complaint and all motions to dismiss of such Defendant with respect to the Second Amended Complaint, if any. The Defendants represented by Kirkland & Ellis LLP (the "K&E Defendants") and those Defendants who joined in motions to dismiss the Amended Complaint filed by the K&E Defendants shall not be required to answer the Second Amended Complaint until the date that is forty-five (45) days after the date on which the Court rules upon the K&E

Defendants' motions to dismiss the Amended Complaint and joinders therein (which per paragraph 4 below, are deemed filed against the Second Amended Complaint).

2. Any Defendant who answers the Second Amended Complaint and who previously answered the Amended Complaint shall be required to answer only the allegations and/or claims in the Second Amended Complaint that substantively amend the allegations and/or claims in the Amended Complaint. To the extent any Defendant, in answering the Second Amended Complaint, does not specifically respond to any allegation and/or claim in the Second Amended Complaint, that Defendant's answer to such allegation and/or claim in the Amended Complaint shall be deemed filed in response to the Second Amended Complaint.
3. Any affirmative or other defense asserted by any Defendant in response to the Amended Complaint shall be deemed asserted against the Second Amended Complaint and does not have to be re-asserted in the Defendant's answer to the Second Amended Complaint, provided, that any such defense may be expressly withdrawn by such Defendant in its answer to the Second Amended Complaint.
4. Any motion to dismiss filed by any Defendant against any claims in the Amended Complaint shall be deemed filed against the Second Amended Complaint. Except as to the Bank Holding Company Act Claim in the Thirty-Second Claim for Relief in the Second Amended Complaint, any decision on any motion to dismiss filed by any Defendant as to any Claim or Claims in the Amended Complaint shall be deemed by all parties and the Court to apply to the Claim or Claims in the Second Amended Complaint. Notwithstanding the

foregoing, to the extent the Court grants or denies the separate motion to dismiss filed by Toronto Dominion (Texas) LLC directed to the Bank Holding Company Act Claim in the Thirty-Second Claim for Relief in the Amended Complaint, such ruling shall also apply to the Bank Holding Company Act Claim in the Thirty-Second Claim for Relief in the Second Amended Complaint.

5. The parties may exceed the normal page limits for briefs with respect to any motions to dismiss claims in the Second Amended Complaint, and the parties shall confer in good faith to agree on reasonable page limits.
6. The parties will work in good faith with each other to resolve any issues concerning requests for additional time or to modify page limits.
7. Upon being so-ordered by the Court, the provisions and schedule set forth in this Stipulation shall be binding on all parties to this Action.
8. This Stipulation may be executed in counterparts, and all executed counterparts taken together shall constitute one document.

Dated New York, New York
March 25, 2008

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP

BY: 

David M. Friedman (DF-4278)
Michael C. Harwood (MH-4227)
Howard W. Schub (HS-1600)
Jonathan E. Minsker (JM-8535)
1633 Broadway
New York, New York 10019
Tel: (212) 506-1700
Fax: (212) 506-1800

Counsel for Adelpia Recovery Trust as to all claims except for claims against defendants CIBC, Inc.; CIBC World Markets Corp.; Rabobank Nederland, New York; Société Générale; Amaranth Fund, L.P.; Avenue Special Situations Fund II, LP; Bear, Stearns & Co., Inc.; Bear Stearns Credit Products; Bear Stearns Investment Products; Cedarview Opportunities Master Fund; Contrarian Funds, LLC; Gabriel Capital LP; Hartford Floating Rate Fund; Key Bank of New York; Latigo Master Fund, Ltd.; Longacre Capital Partners; Longacre Master Fund, Ltd.; MetLife Insurance Co. of Connecticut; New York Life Insurance Co.; New York Life Insurance and Annuity Corporation; Nomura Bond & Loan Fund; Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A.; Royal Bank of Canada; SPCP Group; Satellite Senior Income Fund, LLC; Satellite Senior Income Fund II, LLC; Cowen and Company, LLC

JENNER & BLOCK LLP


By: 

Richard F. Ziegler
Andrew Weissmann
919 Third Avenue
New York, New York 10022
Tel: (212) 891-1600

Deirdre E. Connell
330 N. Wabash Avenue
Chicago, Illinois 60611-7603
Tel: (312) 923-2661
Fax: (312) 527-0484

Counsel for Adelpia Recovery Trust as to all
claims except for claims against defendants
Deutsche Bank AG and affiliated defendants,
HSBC Bank USA, Nuveen Floating Rate
Income Fund, Nuveen Senior Income Fund,
Nuveen Floating Rate Income Opportunity
Fund, and National City Bank of Pennsylvania

SIMPSON THACHER & BARTLETT LLP

By: 
Peter V. Pantaleo (ppantaleo@stblaw.com)
William T. Russell, Jr. (wrussell@stblaw.com)
Elisha D. Graff (egraff@stblaw.com)

425 Lexington Avenue
New York, New York 10017-3954
Tel: (212) 455-2000
Fax: (212) 455-2502

Attorneys for Wachovia Bank, National Association and Wachovia
Capital Markets, LLC (f/k/a Wachovia Securities, Inc.).

HAYNES AND BOONE, LLP

BY: 

Thomas E. Kurth
Richard D. Anigian
Debra J. McComas
901 Main Street, Suite 3100
Dallas, Texas 75202
Tel: (214) 651-5000

Judith Elkin
153 E. 53rd Street, Suite 4900
New York, New York 10022

Tel: (212) 659-7300

WHITE & CASE LLP

Glenn M. Kurtz
Karen M. Asner
1155 Avenue of the Americas
New York, NY 10036
Tel: (212) 819-8200
Attorneys for Bank of America, N.A.

MAYER BROWN LLP

BY: Jean-Marie Atamian
J. Robert Stoll
Jean-Marie L. Atamian
Kenneth E. Noble
1675 Broadway, Suite 1900
New York, New York 10019
Tel: (212) 506-2500

Attorneys for Bank of Montreal and BMO Capital Markets Corp. (f/k/a
BMO Nesbitt Burns Corp.).

WILLIAMS & CONNOLLY, LLP

BY: 

F. Whitten Peters

Lance A. Wade

725 – 12th Street, NW

Washington, D.C. 20005

Tel: (202) 434-5000

Fax: (202) 434-5029

BLANK ROME LLP

Raymond L. Shapiro

James V. Mascella, III

Andrew B. Eckstein

405 Lexington Avenue

New York, NY 10174

Tel: (212) 885-5000

Fax: (212) 885-5002

Attorneys for PNC Bank, NA.

WILMER CUTLER PICKERING HALE AND DORR LLP

BY: 

Philip D. Anker
John A. Valentine
Theresa Titolo

399 Park Avenue
New York, NY 10022
Telephone: (212) 230-8800
Facsimile: (212) 230-8888

Counsel for Credit Suisse (USA), Inc. (f/k/a Credit Suisse First Boston (USA), Inc. and Donaldson, Lufkin & Jenrette, Inc.); Credit Suisse, New York Branch (f/k/a Credit Suisse First Boston, New York Branch); Credit Suisse Capital Funding, Inc. (f/k/a DLJ Capital Funding, Inc); Credit Suisse Loan Funding LLC; Candlewood Capital Partners LLC; Credit Suisse International; Credit Suisse, Cayman Branch; and The Royal Bank of Scotland PLC

GIBSON, DUNN & CRUTCHER LLP

BY: 

Jonathan M. Landers

Robert F. Serio

Marshall R. King

200 Park Avenue

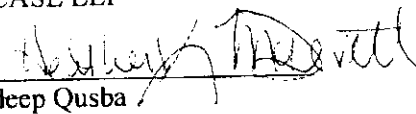
47th Floor

New York, New York 10166-0193

Tel: (212) 351-4000

Attorneys for Defendants Merrill Lynch & Co., Inc., Merrill Lynch
Capital Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated,
and Merrill Lynch Credit Products LLC

WHITE & CASE LLP

BY: 
Sandeep Qusba
Heather K. McDevitt
Sarah N. Campbell
Jenna Nicenko

1155 Avenue of the Americas
New York, New York 10036
Tel: (212) 819-8200

Attorneys for Defendant ABN AMRO Bank N.V.

KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP

BY:

Richard S. Miller, Esq.
Michael R. Gordon, Esq.

599 Lexington Avenue
New York, NY 10022
Tel: (212) 536-3900
Fax: (212) 536-3901

Attorneys for Barclays Bank PLC

MILBANK, TWEED, HADLEY & McCLOY LLP

BY: Thomas A. Arena /TR
David R. Gelfand
Thomas A. Arena

1 Chase Manhattan Plaza
New York, New York 10005
Tel: (212) 530-5000

Attorneys For JPMorgan Chase Bank, N.A., and JPMorgan Securities,
Inc.

03/27/2008 11:14:26 AM
03/27/2008 11:14:26 AM

03/27/2008 10:54 AM

CLIFFORD CHANCE US LLP

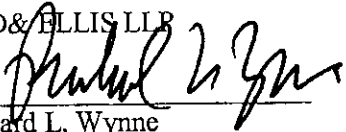
BY: Angelique Shingler

Mark A. Kirsch
Christopher M. Joralemon
Angelique Shingler

31 West 52nd Street
New York, New York 10019
Tel: (212) 878-8000

Attorneys for The Bank of New York, The Bank of New York Mellon Corporation (f/k/a The Bank of New York Company, Inc.) and Morgan Stanley Senior Funding, Inc.


KIRKLAND & ELLIS LLP

BY: 
Richard L. Wynne

777 South Figueroa Street
Los Angeles, California 90017
Tel: (213) 680-8400
Fax: (213) 680-8500

Attorneys for The Ad Hoc Committee of Non-Agent Secured Lenders.

McGUIREWOODS LLP

BY: 
Patrick L. Hayden

1345 Avenue of the Americas
7th Floor
New York, New York 10105-0106
Tel: (212) 548-2100
Fax: (212) 548-2150

-and-

Dion W. Hayes

One James Center
901 East Cary Street
Richmond, VA 23219-4030
Tel: (804) 775-1000
Fax: (804) 775-1061

Attorneys for Toronto Dominion (Texas) LLC and The Toronto-Dominion
Bank.

CLIFFORD CHANCE US LLP

BY: 

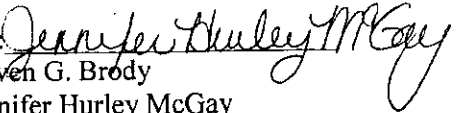
Andrew Brozman

James F. Moyle

31 West 52nd Street
New York, NY 10019
Tel: (212) 878-8000
Fax: (212) 878-8375

Attorneys for Calyon New York Branch, Calyon Securities (USA),
Inc., LCM I Limited Partnership, Indosuez Capital Funding IIA,
Limited and Indosuez Capital Funding VI, Ltd.

McKEE NELSON LLP

BY: 
Steven G. Brody
Jennifer Hurley McGay
Matthew Minerva

One Battery Park Plaza
New York, NY 10004
Tel: (917) 777-4200
Fax: (917) 777-4299

*Attorneys for Deutsche Bank AG, Scudder Floating Rate Fund (f/k/a
Kemper Floating Rate Fund), DB Structured Products, Inc., Deutsche
Bank Structured Products, DB Holdings (New York), Inc., Deutsche
Bank Holdings (New York), Inc., Deutsche Bank AG London, Deutsche
Bank Sharps Pixley, Inc., Deutsche Bank Trust Company Americas,
Deutsche Bank Trust Co., Deutsche Bank AG (Cayman Islands), TRS
Callisto LLC, TRS Thebe LLC, TRS Elara LLC, TRS IO LLC and TRS
Plainfield LLC*

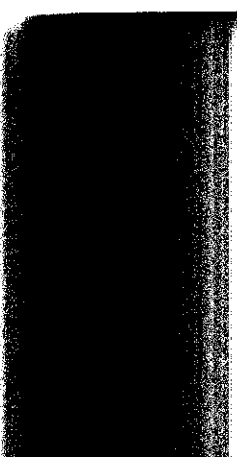
STITES & HARRISON, PLLC

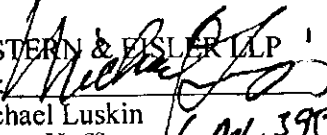
By: 

Garry K. Grooms (GG-1019)

SunTrust Plaza, Suite 800
401 Commerce Street
Nashville, TN 37219
Tel: (615) 244-5200

Attorneys for SunTrust Banks, Inc.
and SunTrust Bank



LUSKIN, STERN & EISLER LLP
BY: 
Michael Luskin
Trevor Hoffmann (ML 3917)
330 Madison Avenue
New York, New York 10017
Tel: (212) 293-2700

Attorneys for The Bank of Nova Scotia
and Citadel Hill 2000, Ltd.

Stevens & Lee, P.C.

BY: 

Alec P. Ostrow (AO-3104)

Jocelyn Keynes (JK-7728)

485 Madison Avenue, 20th Floor

New York, New York 10022

Tel: (212) 319-8500

Attorneys for Key Bank National Association

MILBANK, TWEED, HADLEY & McCLOY LLP

BY: 

Luc A. Despins

Scott A. Edelman

Stacey J. Rappaport

1 Chase Manhattan Plaza
New York, New York 10005
ldespins@milbank.com
sedelman@milbank.com
srappaport@milbank.com
Tel: (212) 530-5000

Attorneys for Defendants Citibank, N.A. and Citicorp USA, Inc. and
Citigroup Financial Products, Inc.

STROOCK & STROOCK & LAVAN LLP

BY: 

Melvin A. Brosterman
Claude G. Szyfer
Francis C. Healy

180 Maiden Lane
New York, NY 10038
Tel: (212) 806-5400
Fax: (212) 806-6006

Attorneys for Goldman, Sachs & Co. and Goldman Sachs Credit
Partners, L.P.

096900-0017-11070-NY01.2710792.4
096900-0017-11070-NY01.2710792.9

03/17/2008 8:45 PM

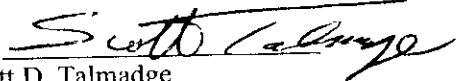
DUANE MORRIS LLP

BY: J. Manly Parks/ssz
Lawrence J. Kotler
John F. Horstmann
J. Manly Parks

30 South 17th Street
Philadelphia, PA 19103-4196
Tel: (215) 979-1000
Fax: (215) 979-1020

Attorneys for Societe Generale, S.A. and SG Cowen & Co. LLC

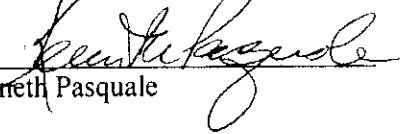
KAYE SCHOLER LLP

BY: 
Scott D. Talmadge
Margot B. Schonholtz

425 Park Avenue
New York, NY 10022-3598
Tel: (212) 836-8000
Fax: (212) 836-8689

Attorneys for CIBC, Inc.

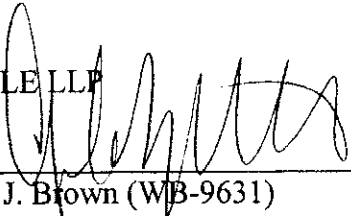
STROOCK & STROOCK & LAYAN LLP

BY: 
Kenneth Pasquale

180 Maiden Lane
New York, NY 10038
Tel: (212) 806-5400

Attorneys for The Fuji Bank, Limited, The Dai-Ichi Kangyo Bank,
Ltd., The Industrial Bank of Japan, Limited, IBI Whitehall Funding
2001 Trust, Mizuho Corporate Bank, Ltd., Mizuho Global, Ltd.,
Mountain Capital CLO I and Mountain Capital CLO II

PHILLIPS LYTTLE LLP

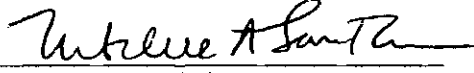
BY: 
William J. Brown (WB-9631)
Angela Z. Miller (AM-4473)
Suite 3400
One HSBC Center
Buffalo, New York 14203-2887
Tel: (716) 847-8400

-and-

437 Madison Avenue, 34th Floor
New York, New York 10022
Tel: (212) 759-4888

Attorneys for HSBC Bank USA, National Association

CLEARY GOTTlieb STEEN & HAMILTON LLP

BY: 
Mitchell A. Lowenthal
A Member of the Firm

One Liberty Plaza
New York, New York 10006
Tel: (212) 225-2000
Fax: (212) 225-3999

Attorneys for ABN AMRO Inc., Banc of America Securities LLC,
BNY Capital Markets, Inc., Barclays Capital Inc., Citigroup Global
Markets Holdings Inc., CIBC World Markets Corp., Deutsche Bank
Securities, Inc. (f/k/a Deutsche Bank Alex.Brown, Inc.), Fleet
Securities, Inc. (whose liabilities have been assumed by Bank of
America, N.A.), Morgan Stanley & Co. Incorporated, PNC Capital
Markets LLC, Scotia Capital (USA) Inc., SunTrust Capital Markets,
Inc. (f/k/a SunTrust Equitable Securities), and TD Securities (USA)
LLC (f/ka TD Securities (USA) Inc.).

Dated: February 27, 2008
New York, New York

SONNENSCHN NATH & ROSENTHAL LLP

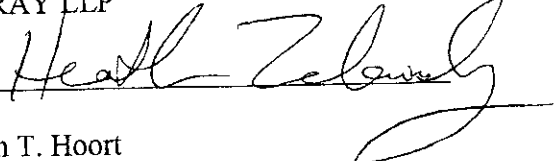
By: /s/ Carole Neville

Carole Neville (CN 5733)
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

*Attorneys for Apex (Trimaran) CDO I, Ltd.,
Caravelle Investment Fund, L.L.C., and
Caravelle Investment Fund II, L.L.C.*

ROPES & GRAY LLP

BY:


Steven T. Hoort
David S. Elkind
Heather J. Zelevinsky
Tel: (617) 951-7007
Fax: (617) 235-0745
One International Place
Boston, MA 02110-2624
Heather.Zelevinsky@ropesgray.com

Attorneys for Sprugos Investments IV, L.L.C. Putnam Diversified Income Trust, Putnam High Yield Advantage Fund, Putnam High Yield Trust, Putnam Master Income Trust, Putnam Master Intermediate Income Trust, Putnam Premier Income Trust, Putnam Variable Trust -- PVT Diversified Income Fund, Putnam Variable Trust -- PVT High Yield Fund, Putnam Floating Rate Income Fund, Putnam Funds Trust - Putnam High Yield Trust II, Putnam High Yield Fixed Income Fund, Putnam High Yield Managed Trust, Putnam Managed High Yield Trust, Putnam Strategic Income Fund, and Travelers Series Fund, Inc.-Putnam.

HAHN & HESSEN LLP

BY: John P. Amato/PR
John P. Amato (JA-4997)

488 Madison Avenue, 15th Floor
New York, New York 10022
Tel: (212) 478-7200
Fax: (212) 478-7400

Attorneys for Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A.
"Rabobank Nederland", New York Branch

096900-0017-11070-NY01.2710792.4
096900-0017-11070-NY01.2710792.6


03/14/2008 11:03 AM

OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C.

BY: Peter Feldman
Peter Feldman (PF 3271)
Anthony M. Piccione (AP 2195)
230 Park Avenue
New York, New York 10169
(212) 661-9100


Attorneys for Mitsubishi UFJ Trust and Banking Corporation

OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C.

BY: 
Peter Feldman (PF 3271)
Anthony M. Piccione (AP 2195)
230 Park Avenue
New York, New York 10169
(212) 661-9100

Attorneys for Bank of Tokyo-Mitsubishi UFJ Trust Company

So ordered:

 3/27/08